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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 13683 FILED

SEP 27 '01 4-23 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

September 27, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: CIT Rail Trust 2001-G

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Equipment Lease Agreement, dated September 28, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Bank Northwest, N.A.
79 South Main Street
Salt Lake City, Utah 84111

Lessee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

23683 4:23

Mr. Vernon A. Williams
September 27, 2001
Page Two

A description of the railroad equipment covered by the enclosed document is:

30 SD90MAC Locomotives CEFX 100 - CEFX 130 (excluding CEFX 125)

A short summary of the document to appear in the index follows:

Memorandum of Equipment Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASE AGREEMENT
(CIT Rail Trust 2001-1G)

This Memorandum of Equipment Lease Agreement (CIT Rail Trust 2001-1G) (this "Memorandum"), dated September 28, 2001, is by and between Wells Fargo Bank Northwest, N.A., a national banking association not in its individual capacity except as expressly provided herein but solely as Owner Trustee, as lessor (the "Lessor"), and The CIT Group/Equipment Financing, Inc., a Delaware corporation, as lessee (the "Lessee").

WITNESSETH:

The Lessor and the Lessee have entered into that certain Equipment Lease Agreement (CIT Rail Trust 2001-1G) (the "Lease"), dated as of September 28, 2001, whereby the Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, certain railroad cars and locomotives bearing the reporting marks and road numbers described in the Memorandum of Lease Supplement 1G (CIT Rail Trust 2001-1G), dated September 28, 2001, which is being filed with the Surface Transportation Board concurrently herewith (a copy of which is attached hereto).

Capitalized terms used herein and not otherwise defined shall have the meanings assigned thereto in Appendix A to the Lease on file with Wells Fargo Bank Northwest, N.A., or its successor owner trustee.

* * *

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee, as
Lessor

By: 
Name: MICHAEL D. HOGGAN
Title: ASSISTANT VICE PRESIDENT

THE CIT GROUP/EQUIPMENT FINANCING, INC.,
as Lessee

By: _____
Name: _____
Title: _____

STATE OF UTAH


)

) SS.:

COUNTY OF SALT LAKE)

Robert Caste

Notary Public

TAR P:
DALYN CASTO
79 So. Main St., 3rd Fl.
S.L.C., UT 84111
COMMISSION EXPIRES
NOV. 1, 2004
STATE OF UTAH

)

) SS.:

)

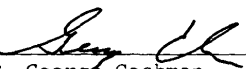
My commission expires: _____

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers authorized on the date and year first above written.

WELLS FARGO BANK NORTHWEST, N.A.,
not in its individual capacity except as expressly
provided herein but solely as Owner Trustee, as
Lessor

By: _____
Name: _____
Title: _____

THE CIT GROUP/EQUIPMENT FINANCING, INC,
as Lessee

By:  _____
Name: George Cashman
Title: Senior Vice President

STATE OF UTAH)
) SS.:
COUNTY OF SALT LAKE)

On this ____ day of _____, 2001 before me personally appeared _____, to me personally known, who being duly sworn, says that he/she is the _____ of Wells Fargo Bank Northwest, N.A., not in its individual capacity except as expressly provided herein but solely as Owner Trustee, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires: _____

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 24th day of September, 2001 before me personally appeared George Cashman, to me personally known, who being duly sworn, says that he/~~she~~ is the SVP of The CIT Group/Equipment Financing, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/~~she~~ acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Indra Bedasie
Notary Public

My commission expires: _____
INDRA BEDASIE
Notary Public, State of New York
No. 01BE6014602
Qualified in Queens County
Certificate filed in New York County
Commission Expires Oct. 19, 2002

Equipment Group 7

<u>Car Type</u>	<u>Description</u>	<u>Number of Cars</u>	<u>Car Mark</u>	<u>Car Number</u>
D127	EMD SD 90 MAC Lomotives	30	CEFX	100
			CEFX	101
			CEFX	102
			CEFX	103
			CEFX	104
			CEFX	105
			CEFX	106
			CEFX	107
			CEFX	108
			CEFX	109
			CEFX	110
			CEFX	111
			CEFX	112
			CEFX	113
			CEFX	114
			CEFX	115
			CEFX	116
			CEFX	117
			CEFX	118
			CEFX	119
			CEFX	120
			CEFX	121
			CEFX	122
			CEFX	123
			CEFX	124
			CEFX	126
			CEFX	127
			CEFX	128
			CEFX	129
			CEFX	130